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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF FILING OF ELEVENTH
SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS LIST**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on February 12, 2019, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 2560) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”). Attached to the Amended Order as **Exhibits 1, 2, and 3** are initial lists of Ordinary Course Professionals (collectively, the “**OCP Lists**”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, the Debtors, in the exercise of their business judgment, seek to add the Ordinary Course Professionals listed below (the “**Supplemental OCPs**”) to the OCP Lists for performance of services to the Debtors, whereby each Supplemental OCPs’ representation of the Debtors, if successful, will bring money into the Debtors’ estate.

Tier 3 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Baker Botts LLP	30 Rockefeller Plaza, New York, New York 10112	Attn: Drew Chapman	Legal services related to employee benefits

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** are the completed Ordinary Course Professional Affidavits and Retention Questionnaires for the Supplemental OCPs.

Dated: June 11, 2020
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
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*Attorneys for Debtors
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Exhibit A

Completed Ordinary Course Professional Affidavit and Retention Questionnaire

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
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**DECLARATION AND DISCLOSURE STATEMENT OF DREW G.L.
CHAPMAN, ON BEHALF OF BAKER BOTTS L.L.P.**

I, Drew G.L. Chapman, declare as follows:

1. I am a Partner of Baker Botts L.L.P., located at 30 Rockefeller Plaza, New York, New York 10112 (the “**Firm**”).
2. Sears Holdings Corporation (the “**Debtor**”), one of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), has requested

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that the Firm provide legal services to the Debtor, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: The Firm will serve as litigation counsel to the Debtor in connection with the employee benefits plans of the Debtor.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases.


5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtor owed the Firm \$0 in respect of prepetition services rendered to the Debtor.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtor, and upon conclusion of this inquiry, or at any time during the period of its employment by the Debtor, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration and Disclosure Statement was executed on June 4, 2020, at Lyme, Connecticut.



Drew G.L. Chapman
Partner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
 : **Case No. 18-23538 (RDD)**
 :
Debtors.² : **(Jointly Administered)**
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Baker Botts L.L.P. (the “**Firm**”)

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30 Rockefeller Plaza, New York, New York 10112

2. Date of retention: June 4, 2020

3. Type of services to be provided:

Legal

4. Brief description of services to be provided:

The Firm will serve as litigation counsel to the Debtor in connection with
the Debtor's employee benefits plans.

5. Arrangements for compensation (hourly, contingent, etc.):

Contingency fee of 25%

(a) Average hourly rate (if applicable): N/A

(b) Estimated average monthly compensation based on prepetition retention (if
company was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Name and title of individual completing this form:

Drew G.L. Chapman, Partner

Dated: June 4, 2020